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*Attorneys for the Fee Committee*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN PRICEWATERHOUSECOOPERS LLP  
AND THE FEE COMMITTEE ON THE EIGHTH INTERIM APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, TAX ADVISORS TO THE DEBTORS, FOR  
COMPENSATION AND EXPENSES FOR THE PERIOD  
OCTOBER 1, 2011 THROUGH MARCH 6, 2012**

**TO: THE HONORABLE JAMES M. PECK  
U.S. BANKRUPTCY JUDGE**

WHEREAS, on May 21, 2012, PricewaterhouseCoopers LLP (“PwC”) filed the *Eighth Interim Fee Statement of PricewaterhouseCoopers LLP, Tax Advisors to the Debtors and Debtors-in-Possession, for Compensation for Services Rendered and for Reimbursement of Expenses* (the “**Eighth Fee Application**”) [Docket No. 27980] seeking interim compensation for the period from October 1, 2011 through March 6, 2012, of \$444,135.40 for professional services rendered, and reimbursement of out-of-pocket expenses in the amount of \$4,072.30;

WHEREAS, PwC has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “**Fee Committee**”) has reviewed the Eighth Fee Application, issued a Confidential Letter Report on July 23, 2012, and entered into a dialogue with PwC regarding the application;

WHEREAS, as a result of that dialogue, PwC has agreed to accept the Fee Committee’s proposal of no disallowance of fees for professional services rendered, and a disallowance of \$350.38 for the reimbursement of out-of-pocket expenses; and

WHEREAS, notwithstanding this Stipulation, the Eighth Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and PwC hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving PwC’s request for interim compensation and reimbursement of expenses in the reduced amount of \$444,135.40 in fees and \$3,721.92 in expenses.

*[Signature Page Follows]*

Dated: Madison, Wisconsin  
September 21, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
Katherine Stadler  
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*Attorneys for the Fee Committee*

Dated: New York, New York  
September 21, 2012.

PRICEWATERHOUSECOOPERS LLP

By: /s/ Joseph Foy  
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*Tax Advisors to the Debtors*

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Dated: Madison, Wisconsin  
September 21, 2012.

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Dated: New York, New York  
September 21, 2012.

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